

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 11

YOUFIT HEALTH CLUBS, LLC, *et al.*,¹

Case No. 20-12841 (MFW)

Debtors.

(Jointly Administered)

NOTICE OF PROPOSED AMENDMENT TO DIP CREDIT AGREEMENT

PLEASE TAKE NOTICE THAT on November 9, 2020, the above-captioned debtors and debtors-in-possession (the “**Debtors**”) filed a motion [Docket No. 10] (the “**DIP Financing Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”) seeking, among other things, the entry of an order authorizing the Debtors to obtain postpetition senior secured superpriority financing, authorizing the use of cash collateral, and granting adequate protection to certain prepetition secured parties. On December 4, 2020 the Court granted the DIP Financing Motion on a final basis and entered the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 365 and 507, Bankruptcy Rules 2002, 4001, 6004 and 9014 and Local Bankruptcy Rule 4001-2 (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (II) Authorizing the Debtors’ Limited Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Secured Parties, and (IV) Granting Related Relief* [Docket No. 231] (the “**Final DIP Order**”).²

PLEASE TAKE FURTHER NOTICE THAT on December 27, 2020, the Debtors filed a motion [Docket No. 556] (the “**Motion to Amend**”) seeking, among other things, the amendment of the DIP Credit Agreement to extend the Scheduled Maturity Date and certain Bankruptcy Milestones under the DIP Credit Agreement to January 15, 2021 and authority for further extensions by the filing of a notice by the Debtors, without further order of the Court. On December 29, 2020, the Court granted the Motion to Amend and entered the *Order (I) Amending DIP Credit Agreement to Extend the Scheduled Maturity Date and Certain Bankruptcy Milestones Therein and (II) Granting Related Relief* [Docket No. 568] (the “**Order Amending DIP Credit Agreement**”).

PLEASE TAKE FURTHER NOTICE THAT on January 9, 2021, the Debtors filed the *Notice of Proposed Amendment to DIP Credit Agreement* [Docket No. 621], seeking to further amend the DIP Credit Agreement to extend the Scheduled Maturity Date and certain Bankruptcy Milestones thereunder to January 31, 2021, pursuant to Paragraph 3 of the Order Amending DIP

¹ The last four digits of YouFit Health Clubs, LLC’s tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at www.donlinrecano.com/yfhc. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to those terms in the Final DIP Order or the Order Amending DIP Credit Agreement, as applicable.

Credit Agreement. On January 15, 2021, the Court entered the *Order Amending the DIP Credit Agreement to Extend the Scheduled Maturity Date and Certain Bankruptcy Milestones Therein* [Docket No. 656].

PLEASE TAKE FURTHER NOTICE THAT, January 23, 2021, the Debtors filed the *Notice of Proposed Amendment to DIP Credit Agreement* [Docket No. 679], seeking to further amend the DIP Credit Agreement to extend the Scheduled Maturity Date and certain Bankruptcy Milestones thereunder to February 15, 2021, pursuant to Paragraph 3 of the Order Amending DIP Credit Agreement. On February 1, 2021, the Court entered the *Second Order Amending the DIP Credit Agreement to Extend the Scheduled Maturity Date and Certain Bankruptcy Milestones Therein* [Docket No. 656].

PLEASE TAKE FURTHER NOTICE THAT, pursuant to Paragraph 3 of the Order Amending DIP Credit Agreement, the Debtors now seek approval of the following proposed amendments (the “**Proposed Amendments**”) to the DIP Credit Agreement to (a) further extend the Scheduled Maturity Date and (b) further extend the Bankruptcy Milestone pertaining to the closing of the Sale as follows:

- a. The Scheduled Maturity Date under the DIP Credit Agreement is extended to the earlier of February 22, 2021 and the closing of the Sale, as such date may be extended pursuant to Section 2.3 of the DIP Credit Agreement, by amending the definition of “Scheduled Maturity Date” in the DIP Credit Agreement to read as follows:

“**Scheduled Maturity Date**” means the date that is the earlier to occur of (i) the closing date of the Bankruptcy Sale and (ii) February 22, 2021, as such date may be extended pursuant to Section 2.3.

- b. The Bankruptcy Milestone under the DIP Credit Agreement pertaining to the closing of the Sale is extended to February 22, 2021, by amending Section 5.17(b)(viii) of the DIP Credit Agreement to replace “February 15, 2021,” with “February 22, 2021.”

PLEASE TAKE FURTHER NOTICE THAT, pursuant to Paragraph 3 of the Order Amending DIP Credit Agreement, any objections to the Proposed Amendments must be filed within five (5) days of the date of this Notice. In the event such an objection is filed and not resolved, the Proposed Amendments shall be permitted only pursuant to an order of the Court overruling such an objection, and the entry of such an order may be sought by the Debtors on an expedited basis. To the extent such an objection is not filed, or is filed but resolved, the Debtors may submit an order approving the Proposed Amendments under certification of counsel.

Dated: February 9, 2021

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

Dennis A. Meloro (DE Bar No. 4435)
1007 North Orange Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 661-7000
Facsimile (302) 661-7360
Email: melorod@gtlaw.com

-and-

Nancy A. Peterman (admitted *pro hac vice*)
Eric Howe (admitted *pro hac vice*)
Nicholas E. Ballen (admitted *pro hac vice*)
77 West Wacker Dr., Suite 3100
Chicago, Illinois 60601
Telephone: (312) 456-8410
Facsimile: (312) 456-8435
Email: petermann@gtlaw.com
howee@gtlaw.com
ballenn@gtlaw.com

*Counsel for the Debtors and
Debtors in Possession*